





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 26, 1997

CSC - DEBORAH SCHRODER  
TALLAHASSEE, FL

Re: Document Number 603332

The Amended and Restated Articles of Incorporation for ST. PETERSBURG MEDICAL CLINIC, P.A. which changed its name to ST. PETERSBURG MEDICAL CLINIC, INC., a Florida corporation, were filed on February 26, 1997.

Should you have any questions concerning this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Darlene Connell  
Corporate Specialist  
Division of Corporations

Letter Number: 297A00010118

RECORDED & INDEXED  
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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ST. PETERSBURG MEDICAL CLINIC, P.A.

The undersigned corporation, in accordance with the Florida Business Corporation Act, the Florida Professional Service Corporation Act and its Bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is St. Petersburg Medical Clinic, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

## ARTICLE IV

CAPITAL STOCK

This corporation shall be authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock. The shareholders of the corporation shall have the right and authority to authorize the issuance of a series of the said common stock, upon filing of Articles of Amendment setting forth the terms and conditions of such series.

Effective as of November 1, 1996, the shareholders have designated two thousand (2,000) of the said authorized shares of one dollar (\$1.00) par value common stock for issuance as Series AA Common Stock, which shall have all of the features of common stock.

## ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are David L. Bailey, 1099 Fifth Avenue North, St. Petersburg, FL 33705.

## ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have seven (7) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

The names of the directors of this corporation are James R. Krause, Brian W. Elliott, Joseph A. Boulay, Jr., Carlos Estevez, George L. Ettel, Jr., R. Holly Marshall, and Michael A. Franklin. The mailing address for each of the directors is 1099 Fifth Avenue North, St. Petersburg, Florida 33705.

#### ARTICLE VII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE VIII

##### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

The Articles of Amendment have been adopted by unanimous  
Written Action In Lieu of a Special Meeting of the Board of  
Directors and Shareholders of the Corporation dated FEBRUARY 17,  
1997, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended  
Articles of Incorporation this 17<sup>th</sup> day of FEBRUARY, 1997.

ST. PETERSBURG MEDICAL CLINIC, P.A.

(CORPORATE SEAL)

By:   
James R. Krause, President

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